

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

<div>IN RE:</div> <div>RUSTICK, LLC, a Pennsylvania Limited Liability Company,</div> <div>Debtor.</div> <hr/> <div>OFFICIAL COMMITTEE OF UNSECURED CREDITORS,</div> <div>Movant,</div> <div>v.</div> <div>NO RESPONDENT.</div>	<div>Bankruptcy No. 10-10902 -TPA</div> <div>Chapter 11</div> <div>Judge Thomas P. Agresti</div>
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**APPLICATION TO EMPLOY JAMES W. FOX AND EXECUTIVE SOUNDING BOARD ASSOCIATES, INC., AS FINANCIAL ADVISORS FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

AND NOW comes the Official Committee of Unsecured Creditors, by and through their attorneys, Bernstein Law Firm, P.C. and files this Application for Employment of James W. Fox and Executive Sounding Board Associates, Inc. (“ESBA”), as Financial Advisors and respectfully represents as follows:

1. The Court has jurisdiction over the Application pursuant to 28 U.S.C. §§157 and 1334. This matter is a core proceeding pursuant to 11 U.S.C. § 157(b)(2)(A). Venue of these cases and this matter is proper in this district pursuant to 28 U.S.C. §§1408 and 1409. The statutory predicate for the relief requested herein is 11 U.S.C. §§327, 328 and 1103(a).

2. On May 13, 2010 (the “Petition Date”), Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code, 11 U.S.C. § 101, et seq. (the “Bankruptcy Code”).

3. Debtor remains in possession of its assets and is managing its business as a debtor-in-possession, pursuant to §§ 1107 and 1108 of the Bankruptcy Code.

4. Section 1103(a) of the Bankruptcy Code authorized the Committee to employ professionals with the Court's approval.

5. The Committee respectfully requests the entry of an order pursuant to Section 1103(a) of the Bankruptcy Code authorizing it to employ and retain ESBA as its financial advisors to perform the financial services that will be necessary during these Chapter 11 cases.

6. The committee seeks to retain ESBA as its financial advisors because of the firm's extensive experience and knowledge in representing parties, including creditors' committees, in numerous reorganization cases under Chapter 11 of the Bankruptcy Code.

7. ESBA proposes to render various professional services, including, without limitation to, such matters as:

- a. Reviewing the DIP budget to ensure that available cash is being used in the most careful, productive manner possible in order to effectuate a successful sale and/or plan;
- b. Assisting in the asset sale process and evaluating same.
- c. Analysis of the pre-petition actions, liens and claims of the lender by supporting Committee Counsel with financial analytical and other business input to support legal strategies.

8. ESBA has agreed to make appropriate applications to this Court for compensation and reimbursement of expenses as required by the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure.

9. ESBA has agreed it will not charge for travel time or expense.

10. Subject to Court approval, and in accordance with Sections 328(a), 330 and 331 of the Bankruptcy Code, compensation will be payable to ESBA on an hourly basis, plus reimbursement of actual and necessary expenses incurred in representing the Committee, pursuant to the compensation procedures authorized by this Court. ESBA will bill at its hourly rates as set forth below, which rates may be subject to adjustment from time to time:

<b>Position</b>	<b>Name</b>	<b>Hourly Rates</b>
Managing Director	James W. Fox	\$450
Managing Director	Myron Bloom	450
Manager	Gary Kauf	385
Associate	Jonathan Tartell	325

11. The hourly rates set forth above are ESBA's standard hourly rates for work of this nature and are comparable to other firms in this market. These rates are set at a level designed to compensate ESBA for the work of its consultants and to cover fixed and routine overhead expenses. It is ESBA's policy to charge its clients in all areas of practice for all other out of pocket expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and express mail and mass mail postage charges, special or hand-delivery charges, photocopying charges, travel expenses, expenses for computerized research, transcription costs, as well as non-ordinary overhead expenses. ESBA will charge for these expenses in a manner and at rates consistent with charges made generally to ESBA's other clients.

12. Attached hereto as Exhibit "A" is the Declaration of James W. Fox in support of this Application. ESBA does not represent any entity that would otherwise pose a conflict to its representation of the Committee in these proceedings.

13. No previous application for the relief sought herein has been made by the Committee to this Court.

WHEREFORE, the Committee respectfully requests entry of an order granting this Application authorizing the Committee to employ and retain James W. Fox and Executive Sounding Board Associates, Inc., and for such other relief as the Court may deem just and proper.

DATED: June 11, 2010

Respectfully submitted,

BERNSTEIN LAW FIRM, P.C.

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